

EXHIBIT A



Entered on Docket
March 11, 2009

Hon. Linda B. Riegle
United States Bankruptcy Judge

LEWIS AND ROCA LLP

Rob Charles (NV 6593)
John Hinderaker (AZ 018024)
3993 Howard Hughes Parkway, Ste. 600
Las Vegas, Nevada 89169-5996
Telephone (520) 629-4427
Facsimile (520) 879-4705
Email: rcharles@lrlaw.com
jhinderaker@lrlaw.com

Attorneys for USACM Liquidating Trust

UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

In re:

USA COMMERCIAL MORTGAGE COMPANY,

USA CAPITAL REALTY ADVISORS, LLC,¹

USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC,

USA CAPITAL FIRST TRUST DEED FUND, LLC,²

USA SECURITIES, LLC,³

Debtors.

Affects:

- All Debtors
- USA Commercial Mortgage Company
- USA Capital Realty Advisors, LLC
- USA Capital Diversified Trust Deed Fund, LLC
- USA Capital First Trust Deed Fund, LLC
- USA Securities, LLC

Case No. BK-S-06-10725-LBR
Case No. BK-S-06-10726-LBR¹
Case No. BK-S-06-10727-LBR
Case No. BK-S-06-10728-LBR²
Case No. BK-S-06-10729-LBR³

CHAPTER 11

Jointly Administered Under
Case No. BK-S-06-10725 LBR

ORDER SUSTAINING THIRD OMNIBUS OBJECTION OF USACM TRUST TO PROOFS OF CLAIM BASED UPON PALM TERRACE LITIGATION

Hearing Date: February 20, 2009
Hearing Time: 9:30 a.m.

¹ This bankruptcy case was closed on September 23, 2008.

² This bankruptcy case was closed on October 12, 2007.

³ This bankruptcy case was closed on December 21, 2007.

1 The Court having considered the "Third Omnibus Objection of USACM Trust To
2 Proofs of Claim Based Upon Palm Terrace Litigation" [Docket No. 6754] (the
3 "Objection"); with appearances as set forth in the record at the hearing noted above;
4 appropriate notice of the Objection having been given; with one response to the Objection
5 having been filed by Wow Enterprises, Inc.; and good cause appearing:

6 **IT IS HEREBY ORDERED** that:

- 7 1. The Objection is sustained in full as to all of the claims listed on Exhibit A
8 to this order except Claim No. 10725-01056 filed by Wow Enterprises, Inc.
9 As to Claim No. 10725-01056 filed by Wow Enterprises, Inc. the Objection
10 is sustained in part;
- 11 2. The claims listed on Exhibit A, except for Claim No. 10725-01056 filed by
12 Wow Enterprises, Inc., are disallowed in their entirety. Claim No. 10725-
13 01056 filed by Wow Enterprises, Inc. is a claim for \$2,000,000 and it is
14 disallowed to the extent it exceeds \$184,965.74.
- 15 3. The Court will hold a scheduling conference for what remains of the
16 Objection to Claim No. 10725-01056 filed by Wow Enterprises, Inc. on
17 April 10, 2009 at 9:30.
- 18 4. The parties will submit a joint scheduling memorandum at least three days
19 before the scheduling conference.

20 PREPARED AND RESPECTFULLY SUBMITTED BY:

21 **LEWIS AND ROCA LLP**

22 By /s/ John Hinderaker (018024)

23 Rob Charles
24 John Hinderaker

25 3993 Howard Hughes Parkway, Ste. 600
26 Las Vegas, Nevada 89169-5996

25 Telephone: (520) 629-4427
26 Facsimile: (520) 879-4705

27 *Attorneys for USACM Liquidating Trust*

LEWIS
AND
ROCA
LLP
LAWYERS

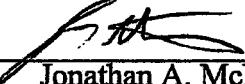
1 APPROVED/DISAPPROVED

2

3 By: _____
4 August Landis
Assistant United States Trustee

5 APPROVED/DISAPPROVED

6

7 By: 
8 Jonathan A. McMahon
Bruce Pionkowski
Tingley Pionkowski LLP
9 Attorneys for Palm Terrace Claimants

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1 In accordance with Local Rule 9021, the undersigned certifies:

- 2 The Court waived the requirements of LR 9021.
- 3 No parties appeared or filed written objections, and there is no trustee appointed
4 in this case.
- 5 I have delivered a copy of this proposed order to all counsel who appeared at the
6 hearing, any unrepresented parties who appeared at the hearing, and any trustee
7 appointed in this case, and each has approved or disapproved the order, or failed
 to respond, as indicated below (list each party and whether the party has
 approved, disapproved, or failed to respond to the document):

8 U.S. Trustee:	
9 <input type="checkbox"/> approved the form of this order	<input type="checkbox"/> disapproved the form of this order
10 <input type="checkbox"/> waived the right to review the order and/or	<input checked="" type="checkbox"/> failed to respond to the document
11 Other Party: Bruce Piontkowski	
12 <input checked="" type="checkbox"/> approved the form of this order	<input type="checkbox"/> disapproved the form of this order
13 <input type="checkbox"/> waived the right to review the order and/or	<input type="checkbox"/> failed to respond to the document

14 ####

15 Submitted by:

16 **LEWIS AND ROCA LLP**

18 By: /s/ JH (#018024)

19 Rob Charles

20 John Hinderaker

21 *Attorneys for USACM Liquidating Trust*

EXHIBIT A

USA - PALM TERRACE CLAIMS

<u>Claimant's Name and Address</u>	<u>Claim #</u>	<u>Claim Amount</u>
Palm Terrace Llc c/o Curtis R. Tingley / Bruce Pionkowski ROPERS, MAJESKI, KOHN & BENTLEY 80 North First Street San Jose, CA 95113-1201	10725-01052	\$2,000,000.00
First Interstate Resource Management Inc c/o Curtis R. Tingley / Bruce Pionkowski ROPERS, MAJESKI, KOHN & BENTLEY 80 North First Street San Jose, CA 95113-1201	10725-01053	\$2,000,000.00
Fidelity Management Alliance Inc c/o Curtis R. Tingley / Bruce Pionkowski ROPERS, MAJESKI, KOHN & BENTLEY 80 North First Street San Jose, CA 95113-1201	10725-01054	\$2,000,000.00
Global Property Network Inc c/o Curtis R. Tingley / Bruce Pionkowski ROPERS, MAJESKI, KOHN & BENTLEY 80 North First Street San Jose, CA 95113-1201	10725-01055	\$2,000,000.00
Wow Enterprises Inc c/o Curtis R. Tingley / Bruce Pionkowski ROPERS, MAJESKI, KOHN & BENTLEY 80 North First Street San Jose, CA 95113-1201	10725-01056	\$2,000,000.00
Catalyst Funding Corporation c/o Curtis R. Tingley / Bruce Pionkowski ROPERS, MAJESKI, KOHN & BENTLEY 80 North First Street San Jose, CA 95113-1201	10725-01057	\$2,000,000.00
Advisor Financial Alliance c/o Curtis R. Tingley / Bruce Pionkowski ROPERS, MAJESKI, KOHN & BENTLEY 80 North First Street San Jose, CA 95113-1201	10725-01058	\$2,000,000.00
Gray, Russell c/o Curtis R. Tingley / Bruce Pionkowski ROPERS, MAJESKI, KOHN & BENTLEY 80 North First Street San Jose, CA 95113-1201	10725-01059	\$2,000,000.00